

FEDERAL COMMUNICATIONS COMMISSION

Washington, D. C. 20554

JUN 7 2004

FILE

OFFICE OF  
MANAGING DIRECTOR

Philip L. Verveer, Esq.  
Jennifer D. McCarthy, Esq.  
Willkie Farr & Gallagher, L.L.P.  
1875 K Street, N.W.  
Washington, DC 20006

Re: Loral SpaceCom Corporation (Debtor-in Possession), Loral Satellite, Inc (Debtor-In Possession), Loral Orion, Inc. (Debtor-In Possession), Loral Skynet Network Services, Inc. (Debtor-In Possession), Request for Waiver and Petition for Deferral of FY 2003 Annual Regulatory Fees  
Fee Control Number 00000 RROG 03 114

Dear Counsel:

We reviewed the September 25, 2003 request on behalf of Loral SpaceCom Corporation (Debtor-in Possession), Loral Satellite, Inc (Debtor-In Possession), Loral Orion, Inc. (Debtor-In Possession), and Loral Skynet Network Services, Inc. (Debtor-In Possession) (collectively Loral and affiliates) that we waive and defer payment of the collective fiscal year (FY) 2003 regulatory fees.<sup>1</sup> For the reasons set out below, we grant so much of your request that, in the aggregate, amounts to a waiver of \$500,000 of the \$759,593.01 owed for those regulatory fees.

Based on proof of bankruptcy pursuant to Chapter 11 of the Federal Bankruptcy Code of the United States,<sup>2</sup> we find that you established evidence of financial hardship and good cause for us to warrant granting some relief from the Section 9<sup>3</sup> regulatory fees. *Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion and Order, 10 FCC Rcd 12759, 12761-62, ¶¶ 13-14 (1995). Evidence of financial hardship alone does not, however, result in the conclusion that in the public interest all fees owed by the regulated entity should be waived. In 2003, the Commission reviewed and adjusted its fee waiver policies in this regard. It stated that although some assistance is appropriate to financially distressed telecommunications companies, especially

<sup>1</sup> By this letter, we are also granting Loral and affiliates request that we defer the requirement to submit the fees until a decision is rendered on the request for the waiver.

<sup>2</sup> Loral and affiliates filed at Attachment B of its Petition, copies of the Notice of Bankruptcy Case Filing, United States Bankruptcy Court, Southern District of New York, for Loral SpaceCom Corporation, *aka* Skynet (case number 03-41709); Loral Satellite, Inc. (case number 03-41712); Loral Orion, Inc., *aka* Loral CyberStar, Inc., *aka* Loral Orion Services, Inc., *aka* Loral Orion Network Systems, Inc., *aka*, Orion Network Systems, Inc. (case number 03-41716); and Loral Skynet Network Services, Inc., *aka* Loral CyberStar Data Services Corporation, *aka* Loral CyberStar, Inc. (case number 03-41727).

<sup>3</sup> 47 U.S.C. § 159.

Philip L. Verveer, Esq.  
Jennifer D. McCarthy, Esq.

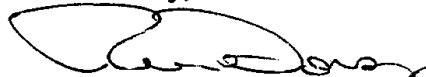
2.

small entities, in the form of relief from the regulatory fees, very large waivers would excessively impair the Commission's ability to carry out its fee collection responsibilities. Even under current policies, the Commission could decline such a waiver request. To implement its concerns, however, the Commission adopted an aggregate cap of \$500,000 applicable both to bankrupt and other regulatees asserting financial hardship.<sup>4</sup>

Consistent with the Commission's adjustment of the fee waiver policies, we are applying the cap of \$500,000<sup>5</sup> to all requests submitted by Loral and its affiliates for waivers of Section 9 fees owed during the fiscal year. Consequently, we will waive \$500,000 of the FY 2003 regulatory fees. Fees owed by Loral and its affiliates above this cap are subject to the provisions of the Bankruptcy Act.<sup>6</sup> The remaining balance as assessed is \$ 259,593.01.

If you have any questions concerning this letter, you may call the Revenue and Receivables Operations Group at (202) 418-1995.

Sincerely,



Mark Reger  
Chief Financial Officer

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<sup>4</sup> *Assessment and Collection of Regulatory Fees for Fiscal Year 2003*, Report and Order, FCC 03-184, ¶¶ 13-14, rel: July 25, 2003 (*FY 2003 Fee Report & Order*).

<sup>5</sup> *FY 2003 Fee Report & Order*, *supra*.

<sup>6</sup> *Id.*, at para. 14.

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

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SEP 25 2003

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

In re: )  
)  
Loral SpaceCom Corporation )  
(Debtor-In Possession) )  
Loral Satellite, Inc. )  
(Debtor-In Possession) )  
Loral Orion, Inc. )  
(Debtor-In Possession) )  
Loral Skynet Network Services, Inc. )  
(Debtor-In Possession) )  
)  
)  
Request for Waiver and Petition )  
for Deferral of FY 2003 Regulatory )  
Fees )

To: Managing Director

REQUEST FOR WAIVER AND PETITION FOR DEFERRAL OF FY 2003  
REGULATORY FEES

Pursuant to Section 1.1166 of the Commission's rules, 47 C.F.R. §1.1166, Loral SpaceCom Corporation, Loral Satellite, Inc., Loral Orion, Inc., and Loral Skynet Network Services, Inc., each a debtor and debtor in possession (collectively "the Debtors"), request a waiver of their FY 2003 regulatory fees. The Debtors are the licensees of various satellite and earth station FCC licenses.<sup>1</sup> They are engaged in the satellite services business. On July 15, 2003, each of the Debtors commenced with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy

<sup>1</sup> Attachment A contains a complete list of FCC feeable licenses, by licensee.

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Code").<sup>2</sup> The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

Due to compelling financial hardship that resulted in the commencement of the Debtors' chapter 11 cases, the Debtors respectfully request a waiver of the \$759,593.01 in regulatory fees due for FY 2003. The Debtors also request that they be allowed to defer payment of the applicable FY 2003 regulatory fees, pending action on the instant waiver request and consistent with the Bankruptcy Code, or, if the waiver request is denied, for at least an additional six (6) months past the September 25, 2003 due date.<sup>3</sup> This request is supported by the documentation contained in Attachment B.

The FCC has clearly stated that "[e]vidence of bankruptcy or receivership is sufficient to establish financial hardship" in the context of a request for waiver of the Commission's regulatory fees.<sup>4</sup> As a result of the Debtors' bankruptcy, the Debtors require all available cash to continue providing service to their customers. Further, payment of the FY 2003 regulatory fees is subject to the provisions of the Bankruptcy Act and the disposition of the Bankruptcy Court. The Debtors owe FY 2003 regulatory fees by virtue of holding their assessable licenses as of October 1, 2002. Since these

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<sup>2</sup> The Debtors' Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the caption of In re Loral Space & Communications Ltd., et al. (Chapter 11 Case No. 03-41710 (RDD)). Notice of Bankruptcy Case Filings for each entity are provided in Attachment B.

<sup>3</sup> 47 C.F.R. § 1.1166(2)(b). Federal Communications Commission Extends the Filing Deadline Date of FY 2003 Regulatory Fee, Public Notice, DA 03-2907 (rel. September 22, 2003).

<sup>4</sup> See In re Assessment and Collection of Regulatory Fees for Fiscal Year 2003, Notice of Proposed Rulemaking, MD Docket No. 03-84, FCC 03-64 at ¶ 10 (rel. March 26, 2003) (citing In re Implementation of Section 9 of the Communications Act Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year, Memorandum Opinion and Order, 10 FCC Rcd. 12759 at ¶ 14 (1995)).

fees were incurred prior to the commencement of the Debtors' chapter 11 cases, they shall be classified as prepetition general unsecured claims that will receive the same treatment as other similarly situated creditors under a confirmed plan of reorganization. Moreover, as a result of such classification, relevant bankruptcy law prohibits the Debtors from paying any amounts owed in respect of these fees outside of a confirmed plan of reorganization without prior approval from the Bankruptcy Court.

In its Report and Order adopting FY 2003 regulatory fees, the Commission reiterated that bankruptcy would warrant a waiver of regulatory fees.<sup>5</sup> It also adopted a cap of \$500,000 on waiver requests but provided that it may consider waivers or deferrals of fees above the cap on a case-by-case basis.<sup>6</sup> The Commission also acknowledged that fees owed above the cap (or any waiver granted) would be subject to the Bankruptcy Code and disposition of the Bankruptcy Court.<sup>7</sup> Commission rules may be waived if there is "good cause" to do so.<sup>8</sup> Generally, the Commission may grant a waiver of its rules in a particular case if the relief requested would not undermine the policy objective of the rule in question and would otherwise serve the public interest.

The FCC has clearly stated that the public interest will be served by assisting financially distressed companies by granting them relief from regulatory fees and, as

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<sup>5</sup> In re Assessment and Collection of Regulatory Fees for Fiscal Year 2003, Report and Order, MD Docket No. 03-83, FCC 03-184 at ¶ 13 (rel. July 25, 2003) ("FY 2003 Order").

<sup>6</sup> Id. at ¶ 14.

<sup>7</sup> Id.

<sup>8</sup> See 47 C.F.R. @ 1.3 (2001). See also *WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert denied*, 409 U.S. 1027 (1972).

such, has granted requests similar to the one filed by the Debtors.<sup>9</sup> The Debtors intend to work closely with their creditors in an effort to formulate a confirmable plan of reorganization and to emerge from their bankruptcy proceedings in a timely manner. To achieve this result and to continue operation of their businesses, the Debtors must obtain new investment and restructure their current capital structure. Accordingly, immediately subsequent to the commencement of the Debtors' chapter 11 cases, certain of the Debtors executed an asset purchase agreement with Intelsat Ltd. and Intelsat (Bermuda) Ltd. for the sale of six (6) satellites and certain related assets. Indeed, Intelsat North America LLC and the Debtors have submitted an application for Commission consent to the assignment to Intelsat of certain space station authorizations and applications held by the Debtors in order to facilitate the sale.<sup>10</sup> Subject to the Bankruptcy Court's approval, the Debtors intend to use substantially all of the sale proceeds from the transaction to repay their outstanding secured bank debt. Meanwhile, all cash is needed for operations to continue service to customers.

Compelling the Debtors to pay their FY 2003 regulatory fees would result in a significant financial hardship that would hinder the Debtors' restructuring efforts. Grant of the instant waiver and deferral request, however, would allow the Debtors to (i) continue their rehabilitation process; (ii) reorganize their business operations; (iii)

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<sup>9</sup> FY 2003 Order at ¶ 13. See Letter to Stephen R. Bell and Sophie Keefer, Willkie Farr & Gallagher from Mark A Reger, Chief Financial Officer, Federal Communications Commission, 360atlantic (USA) inc. Request for Waiver and Deferral of Regulatory Fees Fee Control No. 00000RROG-02-110 (January 31, 2003).

<sup>10</sup> Intelsat North America LLC, Loral Satellite, Inc. (Debtor-in-Possession), Loral SpaceCom Corporation (Debtor-in-Possession) and Loral Space & Communications Ltd. (Debtor-in-Possession) Seek Approval to Assign Certain Space Station Authorizations Held by Loral Satellite, Inc. (Debtor-in-Possession) and Loral SpaceCom Corporation (Debtor-in-Possession) to Intelsat North America LLC, Public Notice, Report No. SPB-191 (rel. August 15, 2003).

remain a competitor in the satellite services market; and (iv) formulate, confirm and implement a plan of reorganization.<sup>11</sup> As such, waiver and deferral of the fees will promote the public interest by allowing the Debtors to conserve their limited financial resources and continue to provide service to their customers as well as protecting the interests of the Debtors' estates and creditors.<sup>12</sup>

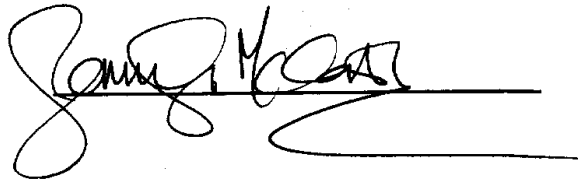
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<sup>11</sup> Reorganization will also help preserve and revitalize Space Systems/Loral, Inc., a world-class leader in the design and manufacture of satellites and satellite systems for commercial and government applications, and benefit U.S. satellite manufacturing competition.

<sup>12</sup> See e.g., Letter to Shirley S. Fujimoto, McDermott, Will & Emery from Mark A Reger, Chief Financial Officer, Federal Communications Commission, Petition for Waiver of Filing Fees, Fee Control No. 0201168994515001 (March 25, 2002).

Accordingly, the Debtors respectfully request a waiver of the \$759,593.01 in regulatory fees that are owed for FY 2003. The Debtors also request that the Commission defer payment of these fees or any fees owed above the waiver granted, consistent with the Bankruptcy Code and the disposition of the Bankruptcy Court or, if the waiver request is denied, for at least an additional six (6) months past the September 25, 2003 due date. This waiver request does not include the fees or forms which the Debtors would otherwise be required to submit.<sup>13</sup>

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Philip L. Verveer", written over a horizontal line.

Philip L. Verveer  
Jennifer D. McCarthy

Willkie Farr & Gallagher LLP  
1875 K Street, N.W.  
Washington, D.C. 20006  
(202) 303-1000

Counsel for the Debtors

September 25, 2003

cc: Mark A. Reger (OMD)  
Tim Peterson (OMD)

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<sup>13</sup> 47 C.F.R. § 1.1166(c).



## **ATTACHMENT A**

**Loral SpaceCom Corporation (Debtor-in-Possession)**

FRN # 0005015052

Payment Code: 0373

Payment Amount: \$9,030

Earth Station Licenses: 43

E000584

E000585

E000586

E000596

E000694

E000706

E000707

E010128

E010232

E010233

E010258

E020101

E020147

E030029

E861065

E890944

E900285

E910218

E940375

E940376

E950053

E950054

E950055

E950056

E950208

E950209

E950212

E950370

E960473

E960609

E970116

E980153

E980154

E980195

E980196

E990125

E990165

E990194

E990216

E990540

KB31

WB30

E030040

**Loral Skynet Network Services, Inc. (Debtor-in-Possession)**

FRN # 0009421561

Payment Code: 0373

Payment Amount: \$10,080

Earth Station Licenses: 48

E000127  
E000189  
E000191  
E000192  
E950407  
E960074  
E960075  
E960076  
E960077  
E960234  
E970021  
E970022  
E970024  
E970025  
E980156  
E980157  
E980175  
E980176  
E980205  
E980206  
E980207  
E980208  
E980250  
E980387  
E980450  
E980487  
E990081  
E990082  
E990183  
E990277  
E990278  
E990292  
E990522  
E990523  
E990541  
KA-358  
KA-359  
KA-360  
KA-399  
KA-441  
KA-442  
KA-443  
E000128  
E000321  
E980149  
KA-355  
KA-356  
KA-357

**Loral SpaceCom Corporation (Debtor-in-Possession)**

FRN # 0005015052

Payment Code: 0374

Payment Amount: \$231,250

Space Station Licenses: 2

T-402 (Telstar 4)

S2154 (Telstar 5)

**Loral Satellite, Inc. (Debtor-in-Possession)**

FRN # 0009448614

Payment Code: 0374

Payment Amount: \$231,250

Space Station Licenses: 2

T-403 (Telstar 6)

S2159 (Telstar 7)

**Loral Orion, Inc. (Debtor-in-Possession)**

FRN # 0009448580

Payment Code: 0374

Payment Amount: \$231,250

Space Station Licenses: 2

S2357 (Telstar 11)

CSS91009 (Telstar 12)

**Loral Orion, Inc. (Debtor-in-Possession)**

FRN # 0009448580

Payment Code: 0376

Payment Amount: \$46,733.01

International Bearer Circuits: 17,503

Total FY 2003 Regulatory Fees Owed: \$759,593.01

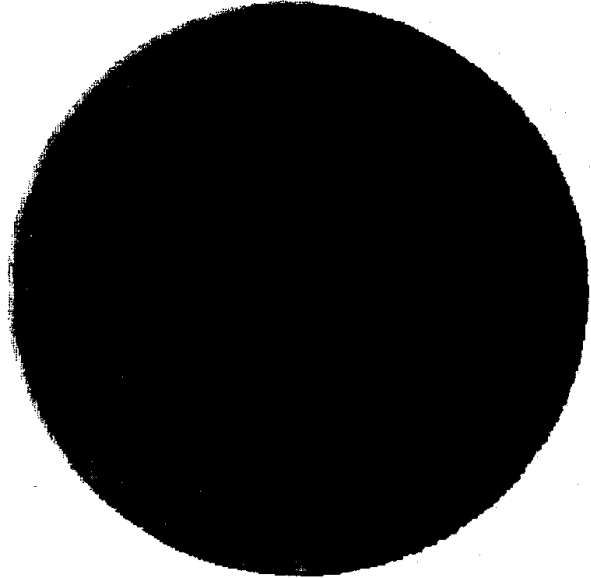
## **ATTACHMENT B**

**United States Bankruptcy Court  
Southern District of New York**

**Notice of Bankruptcy Case Filing**

A bankruptcy case concerning the debtor(s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 07/15/2003 at 08:18 AM and filed on 07/15/2003 at 7:03 AM .

**Loral SpaceCom Corporation**  
600 Third Avenue  
New York, NY 10016  
Tax id: 13-3867427  
*aka*  
**Skynet**



The case was filed by the debtor's attorney:

**Stephen Karotkin**  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
(212) 310-8350

The case was assigned case number 03-41709 to Judge Robert D. Drain.

The filing of a bankruptcy case automatically stays certain actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page <http://ecf.nysb.uscourts.gov> or at the Clerk's Office, One Bowling Green, New York, NY 10004-1408.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

**Kathleen Farrell-  
Willoughby  
Clerk, U.S.  
Bankruptcy Court**

**United States Bankruptcy Court  
Southern District of New York**

**Notice of Bankruptcy Case Filing**

A bankruptcy case concerning the debtor(s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 07/15/2003 at 08:22 AM and filed on 07/15/2003 at 7:10 AM .

**Loral Satellite, Inc.**  
600 Third Avenue  
New York, NY 10016  
Tax id: 13-4063131

The case was filed by the debtor's attorney:

**Stephen Karotkin**  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, NY 10153  
(212) 310-8350

The case was assigned case number 03-41712 to Judge Robert D. Drain.

The filing of a bankruptcy case automatically stays certain actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page <http://ecf.nysb.uscourts.gov> or at the Clerk's Office, One Bowling Green, New York, NY 10004-1408.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

**Kathleen Farrell-  
Willoughby  
Clerk, U.S.  
Bankruptcy Court**

**United States Bankruptcy Court  
Southern District of New York**

**Notice of Bankruptcy Case Filing**

A bankruptcy case concerning the debtor(s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 07/15/2003 at 07:52 AM and filed on 07/15/2003 at 7:12 AM .

**Loral Orion, Inc.**

500 Hills Drive

Bedminster, NJ 07921

Tax id: 52-1564318

*fka*

**Loral CyberStar, Inc.**

*fka*

**Loral Orion Services, Inc.**

*fka*

**Loral Orion Network Systems, Inc.**

*fka*

**Orion Network Systems, Inc**

The case was filed by the debtor's attorney:

**Stephen Karotkin**

Weil, Gotshal & Manges LLP

767 Fifth Avenue

New York, NY 10153

(212) 310-8350

The case was assigned case number 03-41716 to Judge Robert D. Drain.

The filing of a bankruptcy case automatically stays certain actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page <http://ecf.nysb.uscourts.gov> or at the Clerk's Office, One Bowling Green, New York, NY 10004-1408.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

**Kathleen Farrell-  
Willoughby  
Clerk, U.S.**



**United States Bankruptcy Court  
Southern District of New York**

**Notice of Bankruptcy Case Filing**

A bankruptcy case concerning the debtor(s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 07/15/2003 at 08:14 AM and filed on 07/15/2003 at 7:22 AM .

**Loral Skynet Network Services, Inc.**

2440 Research Blvd., Suite 400

Rockville, MD 20850

Tax id: 52-2360922

*aka*

**Loral CyberStar Data Services Corporation**

*aka*

**Loral CyberStar, Inc.**

The case was filed by the debtor's attorney:

**Stephen Karotkin**

Weil, Gotshal & Manges LLP

767 Fifth Avenue

New York, NY 10153

(212) 310-8350

The case was assigned case number 03-41727 to Judge Robert D. Drain.

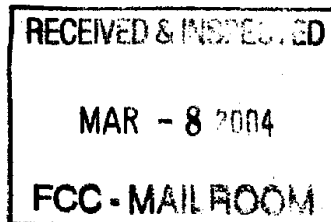
The filing of a bankruptcy case automatically stays certain actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page <http://ecf.nysb.uscourts.gov> or at the Clerk's Office, One Bowling Green, New York, NY 10004-1408.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

**Kathleen Farrell-  
Willoughby  
Clerk, U.S.  
Bankruptcy Court**

**WILLKIE FARR & GALLAGHER LLP**



1875 K Street, NW  
Washington, DC 20006-1238  
Tel: 202 303 1000  
Fax: 202 303 2000

March 1, 2004

**VIA CERTIFIED MAIL**

Claudette E. Pride  
Acting Chief  
Revenue & Receivables Operations Group  
Federal Communications Commission  
Room 1A821  
445 12th Street SW  
Washington, DC 20554

**Re: 04RE003197, 04RE003198**

Dear Ms. Pride:

Loral SpaceCom Corporation ("Loral SpaceCom") recently received two letters, dated February 17, 2004, indicating that it was delinquent in paying its FY 2003 regulatory fees for two earth stations with call signs E010232 and E010233.

On September 23, 2003, Loral SpaceCom filed a Request for Waiver and Petition for Deferral of FY 2003 Regulatory Fees, which I have enclosed. Included in the license list attached to this request were the two earth stations now listed as delinquent. Loral SpaceCom commenced bankruptcy proceedings on July 15, 2003. Due to the financial hardship that resulted in the bankruptcy, it was necessary to request the waiver and to petition for deferral of payment of the applicable fees.

The enclosed Request for Waiver should serve as documentation that Loral SpaceCom is not obligated at this time to pay regulatory fees on the two earth stations. Should you require more information regarding this issue, please feel free to contact the undersigned.

Sincerely

A handwritten signature in black ink, appearing to read "Kasey A. Chappelle".

Kasey A. Chappelle

Enclosure

MAR 10 2004

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3080 - 0800 See instructions for public burden estimate  Submitted 08/14/2003 at 03:51PM  File Number: 0001418632
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1) Application Purpose: Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

### Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control? Yes
3b) If the answer to Item 3a is 'Yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses? No
4) For assignment of authorization only, is this a partition and/or disaggregation? No
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. Yes
5b) If a feasible waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result. 15
6) Are attachments being filed with this application? Yes
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? Yes

### Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? Court Order If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: involuntary

### Licensee/Assignor Information

10) FCC Registration Number (FRN): 0005015052			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Loral SpaceCom Corporation			
13) Attention To: Laurence D. Atlas			
14) P.O. Box:	And / Or	15) Street Address: 1755 Jefferson Davis Hwy., Suite 1007	
16) City: Arlington	17) State: VA	18) Zip Code: 22202-3501	
19) Telephone Number: (703)414-1097		20) FAX Number: (703)414-1079	
21) E-Mail Address: larry.atlas@dc.loral.com			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

**Transferor Information (for transfers of control only)**

23) FCC Registration Number (FRN):			
24) First Name (if individual):	MI:	Last Name:	Suffix:
25) Entity Name (if not an individual):			
26) P.O. Box:	And / Or	27) Street Address:	
28) City:	29) State:	30) Zip Code:	
31) Telephone Number:	32) FAX Number:		
33) E-Mail Address:			

**Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)**

34) First Name:	MI:	Last Name:	Suffix:
35) Company Name:			
36) P.O. Box:	And / Or	37) Street Address:	
38) City:	39) State:	40) Zip Code:	
41) Telephone Number:	42) FAX Number:		
43) E-Mail Address:			

**Assignee/Transferee Information**

44) The Assignee is a(n): Corporation			
45) FCC Registration Number (FRN): 0009421520			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than individual): Loral SpaceCom Corporation (Debtor-in-Possession)			
48) Name of Real Party in Interest:			49) TIN:
50) Attention To: Laurence D. Atlas			
51) P.O. Box:	And / Or	52) Street Address: 1755 Jefferson Davis Hwy., Suite 1007	
53) City: Arlington	54) State: VA	55) Zip Code: 22202-3501	
56) Telephone Number: (703)414-1057	57) FAX Number: (703)414-1078		
58) E-Mail Address: Larry.atlas@dc.loral.com			

**Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)**

59) First Name: Angie	MI:	Last Name: Kronenberg	Suffix:
60) Company Name: Willkie Farr & Gallagher			
61) P.O. Box:	And / Or	62) Street Address: 1875 K Street, N.W.	
63) City: Washington	64) State: DC	65) Zip Code: 20006-1238	
66) Telephone Number: (202)303-1000	67) FAX Number: (202)303-2000		
68) E-Mail Address: akronenberg@willkie.com			

**Allen Ownership Questions**

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transferee an alien or the representative of an alien?	No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	Yes

**Basic Qualification Questions**

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	Yes
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	No

**78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)**

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

**Assignor/Transferor Certification Statements**

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rod. 6203(1998).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
79) Typed or Printed Name of Party Authorized to Sign			
First Name: Laurence	MI: D	Last Name: Atlas	Suffix:
80) Title: Assistant Secretary			
Signature: Laurence D Atlas		81) Date: 08/14/03	

**Assignee/Transferee Certification Statements**

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rod. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.  
"If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request."
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

**82) Typed or Printed Name of Party Authorized to Sign**

First Name: Laurence	MI: D	Last Name: Atlas	Suffix:
(83) Title: Assistant Secretary			
Signature: Laurence D Atlas		(84) Date: 08/14/03	
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

**Authorizations To Be Assigned or Transferred**

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
WML424	CF						Yes	Full
KA86234	CT						Yes	Full
WPRF209	IG						Yes	Full
WPJC751	MG						Yes	Full
WPND628	MG						Yes	Full
WPND629	MG						Yes	Full
WPND630	MG						Yes	Full
WPND631	MG						Yes	Full
WPND532	MG						Yes	Full
WPNN315	MG						Yes	Full
WPNN316	MG						Yes	Full
WPOR245	MG						Yes	Full
WPOR246	MG						Yes	Full
WPOT699	MG						Yes	Full
WPOT734	MG						Yes	Full

<b>FCC Form 603 Schedule A</b>	<b>Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services</b>	Approved by OMB 3060 - 0800 See instructions for public burden estimate
------------------------------------	---	--

**Assignments of Authorization****1) Assignee Eligibility for Installment Payments (for assignments of authorization only)**

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	No
If 'Yes', is the Assignee applying for installment payments?	

**2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)**

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:
------------------------------------	-----------------------	-----------------------	---------------

**3) Certification Statements****For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
--

**For Assignees Claiming Eligibility as a Publicly Traded Corporation**

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules.
--

**For Assignees Claiming Eligibility Using a Control Group Structure**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

**For Assignees Claiming Eligibility as a Rural Telephone Company**

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules.
--

**Transfers of Control****4) Licensee Eligibility (for transfers of control only)**

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?
If 'Yes', the new category of eligibility of the licensee is:

**Certification Statement for Transferees**

Transferee certifies that the answers provided in Item 4 are true and correct.
--

**Attachment List**

Attachment Type	Date	Description	Contents
Other	08/05/03	Bankruptcy Court Order	<a href="#">0178633863149659074528284.pdf</a>
Waiver	08/07/03	Fee Waiver Request	<a href="#">0178639153149659074528284.pdf</a>
Ownership	08/14/03	Loral SpaceCom Corp. (DIP) Ownership Info.	<a href="#">0178652503149659074528284.pdf</a>
Other	08/14/03	Cover Letter	<a href="#">0178652643149659074528284.pdf</a>



## WILLKIE FARR &amp; GALLAGHER

1875 K Street, NW  
Washington, DC 20006

Tel: 202 303 1000  
Fax: 202 303 2000

August 14, 2003

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

Re: Pro Forma Involuntary Assignments of Wireless Radio Authorizations

Dear Ms. Dortch:

On July 15, 2003, Loral Space & Communications Ltd. and certain of its subsidiaries (collectively, "Loral"), commenced with the United States Bankruptcy Court for the Southern District of New York voluntary cases under chapter 11 of title 11 of the United States Code.<sup>1</sup> Loral, through Loral SpaceCom Corporation, holds FCC wireless radio authorizations. Pursuant to Section 1.948(c)(2) of the FCC's rules, Loral SpaceCom Corporation hereby submits the following Form 603 to seek FCC approval for the *pro forma* involuntary assignments of its wireless radio authorizations from Loral SpaceCom Corporation to Loral SpaceCom Corporation (Debtor-in-Possession).<sup>2</sup>

---

<sup>1</sup> Loral's chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the caption of In re Loral Space & Communications Ltd., et al. (Chapter 11 Case No. 03-41710 (RDD)).

<sup>2</sup> Due to the fact the parent company, Loral Space & Communications Ltd. has filed for Chapter 11 protection, an involuntary *pro forma* transfer of control of the FCC licenses also has occurred.

August 14, 2003

Page 2

Should you have any questions regarding this filing, please contact the undersigned at 202-303-1143.

Sincerely,

/s/

Angie Kronenberg

Enclosures

FCC Form 603  
Exhibit A—Item 73

#### FOREIGN OWNERSHIP INFORMATION

Loral SpaceCom Corporation (Debtor-in-Possession), a U.S. corporation, is a wholly owned subsidiary of Loral Space & Communications Corporation (Debtor-in-Possession), also a U.S. corporation. Loral Space & Communications Corporation (Debtor-in-Possession) is wholly owned and controlled by Loral Space & Communications Ltd. (Debtor-in-Possession) ("Loral Ltd. DIP"), a Bermuda company. Loral Ltd. DIP's home market is the United States.<sup>1</sup>

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<sup>1</sup> See *In re Application of AT&T Corp. and Loral SpaceCom Corporation, Order and Authorization*, 12 FCC Rod. 925 at ¶ 9 (1997).

FCC Form 603  
Exhibit B—Item 74

## REVOCATION OF AUTHORIZATIONS

In an order issued April 1, 2003, the International Bureau declared null and void authorizations held by Loral SpaceCom Corporation and Loral Space & Communications Corporation to construct, launch and operate geostationary Fixed Satellite Service Ka-band payloads at 89° W.L., 81° W.L., 47° W.L., and 78° E.L.<sup>1</sup> The Bureau affirmed its earlier decision not to extend the construction milestones associated with these authorizations.<sup>2</sup>

---

<sup>1</sup> *In re Loral SpaceCom Corporation and Loral Space & Communications Corporation*, Memorandum Opinion, *Order and Authorization*, 18 FCC Rcd. 6301 (Int'l Bur. 2003).

<sup>2</sup> *In re Loral Space & Communications Corporation*, *Order*, 16 FCC Rcd. 11044 (Int'l Bur. 2001).

FCC Form 603  
Exhibit C

## **PUBLIC INTEREST STATEMENT**

On July 15, 2003, Loral Space & Communications Ltd. (now Loral Space & Communications Ltd. (Debtor-in-Possession) ("Loral Ltd. DIP")) and certain of its subsidiaries (including most of its FCC-licensed subsidiaries) commenced with the United States Bankruptcy Court for the Southern District of New York voluntary cases under Chapter 11 of Title 11 of the United States Code.<sup>1</sup>

Pursuant to Section 1.948(c) of the Commission's Rules, this application requests the Commission's consent to the *pro forma* application for consent to assign wireless authorizations from Loral SpaceCom Corporation to Loral SpaceCom Corporation (Debtor-in-Possession).<sup>2</sup>

Approval of this transaction will assist Loral Ltd. DIP with its reorganization under Chapter 11. Loral Ltd. DIP will continue to operate as it does currently, and service to its customers will be uninterrupted during this process.

---

<sup>1</sup> Loral's Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure under the caption of In re Loral Space & Communications Ltd., et al. (Chapter 11 Case No. 03-41710 (RDD)).

<sup>2</sup> Similar applications have been filed by all of the FCC-licensed Loral Ltd. DIP subsidiaries.

## WILLKIE FARR &amp; GALLAGHER

WF&G  
STAMP IN

July 25, 2003

RECEIVED - FCC

Andrew S. Fishel, Managing Director  
Office of the Managing Director  
Federal Communications Commission  
445 12th Street SW, Room 1A625  
Washington, DC 20554

JUL 25 2003

Federal Communication Commission  
Bureau / Office

**Re: Loral Space & Communications Ltd. and various subsidiaries as debtor in possession;  
Applications for involuntary, *pro forma* assignment and transfer of control of satellite  
space and earth station authorizations and wireless radio authorizations; Request for Fee  
Waiver and Deferral**

Dear Mr. Fishel:

Loral Space & Communications Ltd. (Debtor-in-Possession) ("Loral Ltd.") hereby requests that the Commission waive the fee payment requirement in connection with the applications for consent to assign and transfer control of space and earth station authorizations and wireless radio authorizations held by certain of its subsidiaries to those subsidiaries as debtors in possession. Loral further requests that the Commission defer payment of the applicable fees pending resolution of this waiver request.

Loral Ltd.'s subsidiaries hold various satellite space and earth station authorizations and wireless radio authorizations granted by the Commission. On July 15, 2003, Loral Space & Communications Ltd. ("Loral Ltd.") and certain of its subsidiaries (including most of its FCC-licensed subsidiaries) commenced with the United States Bankruptcy Court for the Southern District of New York voluntary cases under Chapter 11 of Title 11 of the United States Code. (Attached is a copy of one of the first day Orders issued by the Bankruptcy Court.) Concurrent with the filing of this fee waiver and deferral request, Loral is electronically filing six Form 312 applications with the International Bureau to seek the Commission's consent to the assignment or transfer, as a result of the company's Chapter 11 bankruptcy filing, of the company's FCC authorizations from each Loral entity to that entity as Debtor-in-Possession. The filing fees for these applications total \$135,150. In addition, Loral will be filing on the ULS the requisite applications to assign its wireless radio authorizations, including 14 private microwave licenses, two business radio licenses and one aeronautical license. Loral anticipates that those filing fees will be \$3,280.00.<sup>1</sup>

Loral will file those applications on the ULS shortly and will forward a copy of them to you when they are filed. Loral respectfully requests that you consider simultaneously waiving all the FCC filing fees related to its Chapter 11 status.

Managing Director  
July 25, 2003  
Page 2

Pursuant to Section 1.1117(a) of the Commission's rules, the Commission may waive or defer filing fees in specific instances where good cause is shown and where waiver or deferral of the fees would promote the public interest. This waiver and deferral request meets that standard. Loral, as a debtor in possession in bankruptcy, has limited funds available for non-operational purposes and company management has a duty to safeguard the company's assets for the benefit of its creditors.<sup>2</sup> The payment of FCC filing fees (even if those funds were ultimately returned after grant of a waiver) would further deplete the assets in the estate available to creditors and for the reorganized company's operations. Further, the assignment and transfer requests are merely *pro forma* in nature and require little processing by Commission staff.

The Commission has recently granted requests for waiver and deferral of fees under similar circumstances. For example, Orbital Imaging Corporation was granted a deferral and waiver of its application fees for the *pro forma* assignment of its space and earth station licenses in connection with its entry into bankruptcy.<sup>3</sup> Motient Corporation was granted waiver of its fees under similar circumstances.<sup>4</sup>

Therefore, Loral asserts that there is good cause to grant this request for waiver and deferral of its application fees and that such waiver and deferral is in the public interest.

Should you have any questions, please contact the undersigned.

Sincerely,



Philip L. Verveer  
Jennifer D. McCarthy  
Kasey A. Chappelle

Counsel for Loral Space &  
Communications Ltd.  
(Debtor-in-Possession)

---

<sup>2</sup> See Implementation of Section 9 of the Communications Act, 10 FCC Rcd. 12759 (1995) (evidence of bankruptcy or receivership sufficiently establishes financial hardship for good cause to waive of regulatory fees).

<sup>3</sup> Fee Decisions of the Managing Director Available to the Public, DA 02-1495, *Public Notice*, 17 FCC Rcd. 11966 (2002) (granting Orbital Imaging's fee waiver and deferral request).

<sup>4</sup> Letter from Mark A. Reger, Chief Financial Officer, FCC Office of Managing Director, to Eric W. DeSilva, Wiley Rein & Fielding, dated May 10, 2003 (granting Motient Corporation's fee waiver request).

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re	:	Chapter 11 Case No.
LORAL SPACECOM CORPORATION,	:	03- 41709 (RDD)
Debtor.	:	

-----X

-----X

In re	:	Chapter 11 Case No.
LORAL SPACE & COMMUNICATIONS LTD.,	:	03- 41710 (RDD)
Debtor.	:	

-----X

-----X

In re	:	Chapter 11 Case No.
LORAL SPACE & COMMUNICATIONS CORPORATION,	:	03- 41711 (RDD)
Debtor.	:	

-----X



-----X	
In re	Chapter 11 Case No.
LORAL SATELLITE, INC.,	03- 41712 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
SPACE SYSTEMS/LORAL, INC.,	03- 41713 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
LORAL COMMUNICATIONS SERVICES, INC.,	03- 41714 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
LORAL GROUND SERVICES, L.L.C.,	03- 41715 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
LORAL ORION, INC.,	03- 41716 (RDD)
Debtor.	
-----X	

-----X	
In re	Chapter 11 Case No.
LORAL CYBERSTAR GLOBAL SERVICES, INC.,	03- 41717 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
LORAL CYBERSTAR GMBH,	03- 41718 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
LORAL CYBERSTAR JAPAN, INC.,	03- 41719 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
LORAL CYBERSTAR SERVICES, INC.,	03- 41720 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
LORAL CYBERSTAR HOLDINGS, L.L.C.,	03- 41721 (RDD)
Debtor.	
-----X	

-----X	
In re	Chapter 11 Case No.
LORAL CYBERSTAR	
INTERNATIONAL, INC.,	03- 41722 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
LORAL ASIA PACIFIC	
SATELLITE (HK) LIMITED,	03- 41723 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
SS/L EXPORT CORPORATION,	03- 41724 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
CYBERSTAR, L.P.,	03- 41725 (RDD)
Debtor.	
-----X	
In re	Chapter 11 Case No.
CYBERSTAR, L.L.C.,	03- 41726 (RDD)
Debtor.	
-----X	

-----X	
In re	: Chapter 11 Case No.
LORAL SKYNET	: .
NETWORK SERVICES, INC.,	: 03- 41727 (RDD)
Debtor.	: .

-----X	
In re	: Chapter 11 Case No.
LORAL LICENSING LTD.,	: 03- 41728 (RDD)
Debtor.	: .

-----X

**ORDER PURSUANT TO RULE 1015(b)  
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE  
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the Motion, dated July 15, 2003 (the "Motion"), of Loral Space & Communications Ltd. ("Loral") and its affiliated debtors, as debtors and debtors in possession (collectively, with Loral, the "Debtors"), for an order pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § § 157 and 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § § 1408 and 1409; and due and proper notice of the Motion having been provided

to (i) the United States Trustee for the Southern District of New York, (ii) the attorneys for the agents for the Debtors' prepetition secured lenders, (iii) the Debtors' twenty largest unsecured creditors (on a consolidated basis), and (iv) the attorneys for certain lenders of Loral SpaceCom Corporation, and it appearing that no other or further notice need be provided; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors and all parties in interest, and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re

: Chapter 11 Case No.

LORAL SPACE  
& COMMUNICATIONS LTD., et al.

: 03-41710 (RDD)

Debtors.

: (Jointly Administered)  
-----X

; and it is further,

ORDERED that a docket entry shall be made in each of the above-

captioned cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Loral Space & Communications Ltd.; Loral Space & Communications Corporation; Loral SpaceCom Corporation; Loral Satellite, Inc.; Space Systems/Loral, Inc.; Loral Communications Services, Inc.; Loral Ground Services, L.L.C.; Loral Orion, Inc.; Loral CyberStar Global Services, Inc.; Loral CyberStar GmbH; Loral CyberStar Japan, Inc.; Loral CyberStar Services, Inc.; Loral CyberStar Holdings, L.L.C.; Loral CyberStar International, Inc.; Loral Asia Pacific Satellite (HK) Limited; SS/L Export Corporation; CyberStar, L.P.; CyberStar, L.L.C.; Loral Skynet Network Services, Inc.; and Loral Licensing Ltd. The docket in Case No. 03- 41710 (RDD) should be consulted for all matters affecting this case.

; and it is further

ORDERED that the Debtors shall be permitted to file their monthly

operating reports required by the United States Trustee Operating Guidelines on a

consolidated basis; and it is further

ORDERED that the requirement pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that the Debtors file a memorandum of law in support of the Motion is hereby waived.

Dated: July 15, 2003  
New York, New York

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE